



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092
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CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairman
28th Annual General Meeting of the Equity Shareholders of
FLEX FOODS LIMITED
Held on Thursday, 23rd August, 2018 at 03:00 P.M.,
at the Registered Office of the Company: Lal Tappar Industrial Area,
P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules of the Companies (Management and Administration) Rules, 2014 and amendment thereof.

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi-110092, was appointed as a Scrutinizer by the Board of Directors of Flex Foods Limited ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for conducting remote e-voting and voting through polling paper in respect of the below mentioned resolutions proposed at the 28th Annual General Meeting ("AGM") of the Equity Shareholders of Flex Foods Limited, held on Thursday, 23rd August, 2018 at 03:00 P.M. at the Registered Office of the Company: Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of 28th Annual General Meeting (AGM) of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.



I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-


1. The Company had provided the remote e-voting facility offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In accordance with the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended), the notice of the 28th AGM dated 23rd August, 2018 was sent to the Shareholders and newspaper Advertisement was published in "The Financial Express" in English Language and "Jansatta" in Hindi Language on 26th July, 2018.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 16th August, 2018 were entitled to vote on the proposed resolution(s) item no. 1 to 7 as set out in the Notice of the 28th AGM of the Company by remote e-voting or voting through polling paper at AGM.
4. The remote e-voting period remained open from 9:00 A.M. on 20th August, 2018 up to 5:00 p.m. on 22nd August, 2018.
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of CDSL (<http://www.evotingindia.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 28th AGM.
6. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently unlocked on 23rd August, 2018 at 03:40 P.M. in my presence along with 2(two) witnesses (1) Mr. Amit Mohta , 54, Shakarpur Main Market, Shakarpur, Delhi-110092 and (2) Ms. Sakshi Bansal, F-102, Mayurdhwaj, Apartments, IP Extension, Patparganj, Delhi-110092, who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the votes being unlocked in their presence. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.


.....
Amit Mohta


.....
Sakshi Bansal



8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After counting, the votes casted by the members and proxy holders present at the 28th AGM, through polling paper, the votes casted through remote e-voting were unblocked on **23rd August, 2018 at 03:45 P.M.**, in the presence of 2 (Two) witnesses, Mr. Amit Mohta and Ms. Sakshi Bansal, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.


.....
Amit Mohta


.....
Sakshi Bansal

10. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>).

The Consolidated Report on the results of remote e-voting and voting through polling paper on each resolution are given hereunder:

Resolution No. 1– (Ordinary Resolution)

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	15	7430009	100
Voting through Polling paper (in person or by proxy)	10	197	100
Total	25	7430206	100

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast



Remote E-Voting	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

Resolution No. 2 – (Ordinary Resolution)

To appoint a Director in place of Shri Ashok Chaturvedi (DIN: 00023452), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	14	7429989	99.99973
Voting through Polling paper (in person or by proxy)	10	197	100
Total	24	7430186	99.99973

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	1	20	0.00027
Voting through Polling paper (in person or by proxy)	0	0	0



(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

Resolution No. 4 – (Special Resolution)

Appointment of Mr. A. Raghavendra Rao (DIN: 05116052) as Whole-time Director.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	15	7430009	100
Voting through Polling paper (in person or by proxy)	10	197	100
Total	25	7430206	100

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	0



(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

Resolution No. 5 – (Ordinary Resolution)

Appointment of Mr. Rajendra Kumar Mishra (DIN: 07905342) as an Independent Director.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	15	7430009	100
Voting through Polling paper (in person or by proxy)	10	197	100
Total	25	7430206	100

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	0



(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

Resolution No. 6 – (Special Resolution)

Re-appointment of Mr. P. N. Sharma (DIN: 00023625) as an Independent Director for 2nd term.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	15	7430009	100
Voting through Polling paper (in person or by proxy)	10	197	100
Total	25	7430206	100

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	



(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

Resolution No.7- (Special Resolution)

Amendment of Articles of Association of the Company.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	15	7430009	100
Voting through Polling paper (in person or by proxy)	10	197	100
Total	25	7430206	100

(ii) Voted **'AGAINST'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	0



(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 28th AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries



Mahesh Kumar Gupta
FCS: 2870 CP: 1999



Countersigned by:
for Flex Foods Limited



(Chairman of the Meeting)

Place: Delhi
Date: 25/08/2018